

**EXHIBIT A**

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
W.R. GRACE & CO., <u>et al.</u> ,	)	Chapter 11
Reorganized Debtors.	)	Case No. 01-1139 (KJC)

**ORDER GRANTING FOURTH QUARTERLY AND FINAL FEE APPLICATION OF  
LINCOLN PARTNERS ADVISORS LLC AS FINANCIAL ADVISOR TO DAVID T.  
AUSTERN, FORMER ASBESTOS PI FUTURE CLAIMANTS REPRESENTATIVE,  
AND ROGER FRANKEL, SUCCESSOR ASBESTOS PI FUTURE CLAIMANTS'  
REPRESENTATIVE, FOR COMPENSATION OF SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR  
THE FOURTH QUARTERLY PERIOD FROM JANUARY 1, 2014 THROUGH  
FEBRUARY 3, 2014 AND THE FINAL FEE PERIOD  
FROM SEPTEMBER 1, 2009 THROUGH FEBRUARY 3, 2014**

Lincoln Partners Advisors LLC ("Lincoln"), the financial advisor to David T. Austern, former Asbestos PI Future Claimants' Representative, and Roger Frankel, the successor Asbestos PI Future Claimants' Representative, appointed in the above-captioned cases, filed a combined fourth quarterly and final fee application for allowance of compensation and reimbursement of expenses for the fourth quarterly period from January 1, 2014 through February 3, 2014 and for the final fee period from September 1, 2009 through February 3, 2014 (collectively, the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- (b) notice of the Final Fee Application, and any hearing on the Final Fee Application, was adequate under the circumstances;

(c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application.

Accordingly, it is hereby

ORDERED that the Final Fee Application is GRANTED on a final basis in the amount of \$2,920,000.00 for fees and \$34,998.27 for reimbursement of expenses, for a total award of \$2,954,998.27 for services rendered and expenses incurred by Lincoln, for the period from September 1, 2009 through February 3, 2014.

Dated: \_\_\_\_\_, 2014

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Honorable Kevin J. Carey  
United States Bankruptcy Judge